

UNITED STATES DISTRICT COURT  
DISTRICT OF DELAWARE

MAGTEN ASSET MANAGEMENT CORPORATION  
and LAW DEBENTURE TRUST COMPANY OF NEW  
YORK,

Plaintiffs,

v.

NORTHWESTERN CORPORATION,

Defendant.

C.A. No. 04-1494-JJF

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MAGTEN ASSET MANAGEMENT CORPORATION,

Plaintiff,

v.

PAUL HASTINGS JANOFSKY & WALKER LLP,

Defendant.

C.A. No. 04-1256-JJF

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MAGTEN ASSET MANAGEMENT CORPORATION,

Plaintiff,

v.

MIKE J. HANSON & ERNIE J. KINDT,

Defendants.

C.A. No. 05-0499-JJF

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**AFFIDAVIT OF JOSEPH D. PIZZURRO**

State of New York     )  
                                  ) ss:  
County of New York    )

Joseph D. Pizzurro, Esq., being duly sworn, deposes and says:

1.     I am a member of the firm of Curtis, Mallet-Prevost, Colt & Mosle LLP,  
counsel for defendant NorthWestern Corporation ("NorthWestern") in the above-captioned  
action styled *Magten Asset Management Corp. et al. v. NorthWestern Corp.*, C.A. 04-1494-JJF

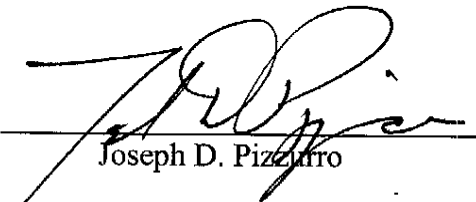
(the "Magten/NorthWestern Action"). I submit this Affidavit in support of NorthWestern's motion, pursuant to Rule 26(c) of the Federal Rules of Civil Procedure, for a Protective Order limiting discovery sought by Plaintiffs Magten Asset Management Corp. ("Magten") and Law Debenture Trust Company of New York ("Law Debenture") (collectively, "Plaintiffs") in connection with the Magten/NorthWestern Action and the other above-captioned actions.

2. Attached hereto are true and correct copies of the following documents:

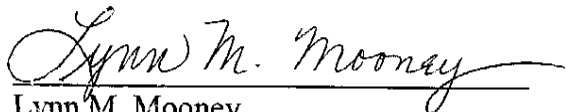
<b>Exhibit</b>	<b>Description</b>
<b>1</b>	Under Advisement Decision, dated August 20, 2004, issued in <i>Magten Asset Management Corp. and Law Debenture Co. of New York v. NorthWestern Corp.</i> , Adv. Pro. No. 04-53324 (U.S. Bankruptcy Court, District of Delaware) (Hon. Charles G. Case).
<b>2</b>	Plaintiffs' First Request for Production of Documents For Defendant NorthWestern Corporation, in C.A. No. 04-1494-JJF, dated January 24, 2006.
<b>3</b>	Plaintiff's First Request for Production of Documents For Defendant Mike J. Hanson, in C.A. No. 05-0499-JJF, dated January 24, 2006.
<b>4</b>	Plaintiff's First Request for Production of Documents For Defendant Ernie J. Kindt, in C.A. No. 05-0499-JJF, dated January 24, 2006.
<b>5</b>	Plaintiff Magten Asset Management Corporation's First Request for Production of Documents Directed to Defendant Paul Hastings Janofsky & Walker LLP, in C.A. No. 04-1256-JJF, dated January 23, 2006.
<b>6</b>	Plaintiff Magten Asset Management Corp.'s Subpoena Duces Tecum Directed Arthur Andersen LLP in C.A. No. 04-1256-JJF, dated January 27, 2006, with attachment.
<b>7</b>	Plaintiff Magten Asset Management Corp.'s Subpoena Duces Tecum Directed to Lazard Freres & Co. LLC in C.A. No. 04-1256-JJF, dated January 27, 2006, with attachment.

<b>Exhibit</b>	<b>Description</b>
<b>8</b>	Plaintiff Magten Asset Management Corp.'s Subpoena Duces Tecum Directed to Houlihan Lokey Howard & Zukin Financial Advisors, Inc. in C.A. No. 04-1256-JJF, dated January 27, 2006, with attachment.
<b>9</b>	Plaintiff Magten Asset Management Corp.'s Subpoena Duces Tecum Directed to Deloitte & Touche LLP in C.A. No. 04-1256-JJF, dated January 27, 2006, with attachment.
<b>10</b>	Plaintiff Magten Asset Management Corp.'s Subpoena Duces Tecum Directed to The Bank of New York in C.A. No. 04-1256-JJF, dated January 27, 2006, with attachment.
<b>11</b>	Plaintiff Magten Asset Management Corp.'s Notice of Deposition Duces Tecum of The Bank of New York, Lazard Freres & Co. LLC, Arthur Andersen LLP, Houlihan Lokey Howard & Zukin Financial Advisors, Inc., and Deloitte & Touche LLP in C.A. No. 04-1256-JJF, dated January 27, 2006.

Dated: New York, New York  
February 2, 2006

  
Joseph D. Pizzullo

Subscribed and sworn to before me this 2<sup>nd</sup> day of February, 2006

  
Lynn M. Mooney  
Notary Public, State of New York  
My Commission Expires 2007

LYNN M. MOONEY  
Notary Public, State of New York  
No. 41-4841073  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires June 30, 2007